

UNITED STATES DISTRICT COURT
DISTRICT OF MARYLAND
(Northern Division)

**IN RE: TITANIUM DIOXIDE
ANTITRUST LITIGATION**

Master Docket No. 10-CV-00318(RDB)

THIS DOCUMENT RELATES TO:
All Actions

ORDER OF FINAL APPROVAL AND JUDGMENT

The Court has considered (i) Plaintiffs' Motion for Final Approval of Class Action Settlements with Defendants E. I. du Pont de Nemours and Company ("DuPont"), Cristal USA, Inc., formerly known as Millennium Inorganic Chemicals, Inc. ("Cristal"), Kronos Worldwide, Inc. ("Kronos"), and Huntsman International LLC ("Huntsman"); (ii) the Settlement Agreement and Release dated August 6, 2013 between Plaintiffs and DuPont ("DuPont Settlement Agreement"); (iii) the Settlement Agreement and Release dated September 8, 2013 between Plaintiffs and Cristal ("Cristal Settlement Agreement"); (iv) the Settlement Agreement and Release dated September 9, 2013 between Plaintiffs and Kronos ("Kronos Settlement Agreement"); and (v) the Settlement Agreement and Release dated July 15, 2013 between Plaintiffs and Huntsman ("Huntsman Settlement Agreement") (together, the "Settlement Agreements"); and the Court has held a duly noticed Final Approval Hearing on November 25, 2013.

For good cause shown, IT IS HEREBY ORDERED, ADJUDGED, AND DECREED as follows:

1. Unless otherwise defined herein, (i) capitalized terms referencing the DuPont settlement shall have the meanings ascribed to those terms in the DuPont Settlement Agreement; (ii) capitalized terms referencing the Cristal settlement shall have the meanings ascribed to those terms in the Cristal Settlement Agreement; (iii) capitalized terms referencing the Kronos settlement shall have the meanings ascribed to those terms in the Kronos Settlement Agreement; and (iv) capitalized terms referencing the Huntsman settlement shall have the meanings ascribed to those terms in the Huntsman Settlement Agreement;

2. This Court has jurisdiction over the Action (and all actions and proceedings consolidated in the Action), Plaintiffs, Class Members, DuPont, Cristal, Kronos, and Huntsman, and all Releasors and Releasees.

3. The Court finds that the proposed settlements between Plaintiffs, on behalf of the Class defined in the respective Settlement Agreements, which is the Class certified by Order of this Court dated August 28, 2012 and (i) DuPont, (ii) Cristal, (iii) Kronos, and (iv) Huntsman, as set forth in the respective Settlement Agreements, are fair, adequate, and reasonable under Rule 23(e) of the Federal Rules of Civil Procedure. Accordingly, the settlements with DuPont, Cristal, Kronos, and Huntsman are each now hereby finally approved.

4. The Court finds that due and adequate notice was given to the Class of each of the proposed settlements with DuPont, Cristal, Kronos, and Huntsman and that the form and content of the Settlement Notice and the publication, mailing, and distribution thereof satisfy the requirements of Rule 23(e) of the Federal Rules of Civil Procedure and due process and constitute the best notice practicable under the circumstances.

5. All Released Claims (as defined in the respective Settlement Agreements) of Plaintiffs and the Class are hereby released by all members of the Class and the other Releasors

(as defined in the respective Settlement Agreements) as against DuPont, Cristal, Kronos, and Huntsman and the other Releasees (as defined in the respective Settlement Agreements).

6. The Action is hereby dismissed in its entirety with prejudice and without costs.

7. All Releasors shall be forever enjoined and barred from asserting any of the Released Claims released by the Settlement Agreements, and pursuant to the Settlement Agreements, all Releasors shall be deemed to have forever released the Released Claims as provided in the Settlement Agreements.

8. The Court finds that the Class Members whose names are listed in **Exhibit 1** attached hereto previously exercised their right to exclude themselves from this Action, by submitting timely requests for exclusion pursuant to the notice previously mailed to Class Members. They are not included in or bound by this order and final judgment.

9. The Plan of Allocation, as described in the Settlement Notice, is hereby approved as fair, adequate, and reasonable.

10. Defendants DuPont, Cristal, Kronos, and Huntsman properly and timely notified the appropriate state and federal officials of the respective Settlement Agreements pursuant to the Class Action Fairness Act of 2005, 28 U.S.C. § 1715. As of the date of this order and judgment, the ninety-day notice period provided by 28 U.S.C. § 1715(d) has expired and no notifications of any kind have been received or submitted by the foregoing officials.

11. The Escrow Account at Union Bank, N.A. that has been established pursuant to the Settlement Agreements to receive the Settlement Funds is approved as a Qualified Settlement Fund pursuant to Internal Revenue Code Section 468B (26 U.S.C. § 468B) and the Treasury Regulations promulgated thereunder.

12. All proceedings in this Action, including but not limited to all motion practice of any kind, as between or on behalf of Plaintiffs, the Class, DuPont and Huntsman, stayed in accordance with the Court's Order dated August 6, 2013, are hereby terminated and withdrawn by, on behalf of, and against Plaintiffs, the Class, DuPont, and Huntsman, as applicable, rendering all such pending motions moot.

13. Neither the Settlement Agreements, nor any act performed or document executed pursuant to the Settlement Agreements, may be deemed or used as an admission of wrongdoing in any civil, criminal, or administrative proceeding.

14. Without affecting the finality of this Order of Final Approval and Judgment, the Settling Parties have submitted to the exclusive and continuing jurisdiction of this Court, and this Court reserves exclusive and continuing jurisdiction over the Settlements, including the administration, consummation, enforcement, and interpretation of this Order and the Settlement Agreements, as well as entering orders regarding disbursements of the settlement funds.

Dated: December 13, 2013



Richard D. Bennett
United States District Judge